

## **Missouri Division of Finance**

# APPLICATION FOR A MISSOURI STATE NONDEPOSIT TRUST COMPANY CHARTER

		DATE OF APPLICATION	
PROPOSED TITLE			
STREET AND NUMBER		CITY	
COUNTY	STATE		ZIP CODE

## INFORMATION FOR THE APPLICANT - PUBLIC SECTION

Schedules or inserts may be attached to this application whenever the space provided is insufficient. Such attached schedules or inserts are a part of this application. All schedules or inserts should be on paper the same size as this page. Applications are to be securely bound.

One original completed application is to be forwarded to the Division of Finance. A complete copy should be retained by the prospective incorporators. Requests for clarification as to what information is necessary to complete this application should be directed to the Applications Unit of the Division of Finance. Complete responses to all applicable questions in this application will expedite processing.

You may provide any information in addition to that requested in the application which, in your opinion, might aid in the disposition of your proposal. However, any such unsolicited information will be accepted for consideration with the understanding that it may be made public.

It is the affirmative duty of the prospective incorporators to advise the Commissioner of Finance of any changes in the proposed management (Officers and Directors) or in the proposed ownership of 10% or more of the trust company stock which occur prior to the opening of the trust company.

#### **ORGANIZATIONAL INFORMATION - Section 1**

- 1. Provide triplicate originals of the Articles of Agreement. (See Pages 1-2 and 1-3)
- 2. Detail an organization chart of the applicant, noting any parent companies, subsidiaries, or affiliates. If the applicant is owned or controlled by a company, provide a list of the names and addresses of each company along with names of its senior management. Also, provide a list of the classes of stock of the controlling corporation, the number of shares authorized, issued, and outstanding. Provide the names and addresses of persons or entity having an ownership interest, or voting control, in five percent or more of the controlling company's stock.
- 3. Please have page 1-4 signed by at least five individual incorporators.

# FORM FOR INCORPORATING A STATE NONDEPOSIT TRUST COMPANY

## ARTICLES OF AGREEMENT

Know all men by these presents:

That we, the undersigned, desirous of forming a corporation under the laws of the State of Missouri, and more particularly under the provisions of Chapter 362, RSMo, thereto, for the purpose of establishing a nondeposit trust company, have entered into the following agreements:

<b>FIRST:</b> That the name of this corpor	ration shall be:	
SECOND: That the trust company sh of, County	nall be located at, State of Missouri.	, in the City
THIRD: That the amount of capital shares of the par fide subscribed and is actually paid up	stock of the corporation shall be \$ dollars each p in lawful money of the United States and if directors; that the Surplus will be \$	divided into ch; that the same has been bona s in the custody of the persons
<b>FOURTH:</b> That the name and places by each are as follows:	of residence of the several shareholders and t	he number of shares subscribed
<u>NAME</u>	<u>RESIDENCE</u>	NUMBER OF SHARES
	shall consist of individuals, and	

**SIXTH**: The duration of the corporation shall be perpetual.

accept deposits.		
IN TESTIMONY WHEREOF, we have her hands.	reunto, this day of	,, set our
STATE OF MISSOURI ) ss.		
COUNTY OF ) ss.		
On this day of	,, before me	personally appeared
to me known	to be the persons described in and who	executed the foregoing
instrument, and acknowledged that they execu		2 2
IN TESTIMONY WHEREOF, I have herei	unto set my hand and affixed my notary seal	the day and year above
mentioned. My commission expires		
	Notary Public	

**SEVENTH**: The purpose for which this corporation is formed is to have and exercise all rights and powers, of a state chartered trust company organized pursuant to Chapter 362, RSMo, except that the corporation shall not

#### ORGANIZATIONAL INFORMATION

We, the undersigned prospective incorporators, being natural persons and of lawful age, intend to organize a State nondeposit trust company as indicated. We hereby make application to the Commissioner of Finance for a charter under the provisions of State law.

It is understood that the Commissioner of Finance, in applying the factors set out in Chapter 362, RSMo will consider the application only with respect to the general character or type of business above stated and that the trust company will not engage in any other business without the prior written consent of the Commissioner.

We have, in connection with this application, considered the following provisions of Section 362.030.

"362.030 Commissioner to examine as to character and capital. 1. When any bank or trust company has filed with the commissioner proper copies of its articles of agreement, paid all incorporation and other fees in full, as required by law and provided the cash required by law, the commissioner, before the bank or trust company shall complete its incorporation, shall cause an examination to be made to ascertain whether the requisite capital of the bank or trust company has been subscribed in good faith and paid in actual cash and is ready for use in the transaction of business of the proposed bank or trust company, and whether the character, responsibility and general fitness of the persons named in the articles of agreement are such as to command confidence and warrant belief that the business of the proposed corporation will be conducted honestly and efficiently in accordance with the intent and purpose of this chapter, and if the convenience and needs of the community to be served justify and warrant the opening of the bank or trust company therein, and if the probable volume of business in such locality is sufficient to insure and maintain the solvency of the new bank or trust company and the solvency of the then existing banks and trust companies in the locality, without endangering the safety of any bank or trust company in the locality as a place of deposit of public and private moneys."

**THE UNDERSIGNED HEREBY CERTIFY, JOINTLY AND SEVERALLY,** that the statements contained herein are true to our best knowledge and belief, and that they are made for the purpose of inducing the Commissioner of Finance to grant a charter.

			_	
SIGNATURE AND PLACE OF RESIDENCE		SIGNATURE AND PLACE OF RESIDENCE		
Representative responsible for responding to questions	relating to this ap	plication:		
NAME AND ADDRESS	TITLE		TELEPHONE NUMBER	

#### **FINANCIAL DATA - Section 2**

- 1. Provide a copy of the trust company's pro forma statement of condition, beginning of business. (See Page 2-2)
- 2. Provide details of the fixed assets that will be required to support the proposed trust company. Include square footage, contractor's quotes for cost of remodeling or new construction, and vendor quotes for furniture and equipment. Provide a copy of any lease or real estate contracts. (See Page 2-2). Also provide information regarding relationships with affiliates or insiders. (See Page 2-3).
- 3. Provide estimates of fee income and expenses for each of the first three years of operations, including the estimated volume of business each year. Detail organizational expenses incurred in the application process. (See Pages 2-4 thru 2-6)

## FINANCIAL DATA

	ALEMENT OF C	CONDITION – BEGINNING OF BUSIN	TEOD
ASSETS		LIABILITIES AND CAPITAL	
Description	AMOUNT	Description	AMOUNT
Cash and due from banks		LIABILITIES	
Securities			
Premises		TOTAL LIABILITIES	
Furniture, fixtures and equipment		CAPITAL	
Net organization expense		Total Capital Accounts	
TOTAL ASSETS		TOTAL LIABILITIES AND CAPITAL	
. Type of Occupancy  Permanent quarters leased Permanent quarters	ermanent quarters owne	ance.	
Permanent quarters leased Permanent quarters lease Permanent quarters leased Permanent quarter leased Permanent quarters leased Permanent quarters leased Permanent quarters leased Permanent quarters leased Permanent quarter leased Permanent quarters leased Permanent leased Permanent quarters leased Permanent quarters leased Permanent lease		d	
Permanent quarters leased Permanent quarters lease leased Permanent quarters leased Permanent qu	BY TRUST COMPA	NY	OUNT
Permanent quarters leased Permanent quarters lease quarters leased Permanent quarter leased Permanent quarters leased Permanent quarters leased Perm	BY TRUST COMPA	NY  rters Owned AM	OUNT
Permanent quarters leased Permanent quarters lease leased Permanent quarters leased Permanent qu	BY TRUST COMPA	NY  rters Owned AM  \$	OUNT
Permanent quarters leased Permanent Perman	BY TRUST COMPA	NY  rters Owned AM	OUNT
Permanent quarters leased Permanent Perman	BY TRUST COMPA	NY  rters Owned AM  \$  Total \$	OUNT
Permanent quarters leased Permanent quarters leased Permanent quarters leased Permanent quarters leased Permanent Pe	BY TRUST COMPA	NY  rters Owned AM  \$  Total \$	OUNT
Permanent quarters leased Permanent quarters leased Permanent quarters leased Permanent Quarters Permanent	BY TRUST COMPA  RES – Permanent Qua	NY  rters Owned AM  \$  Total \$	OUNT

TERMS OF LEASE (Include renewal options)

COST AND DESCRIPTION OF FURNITURE AND EQUIPMENT

C. RELATIONSHIPS AND A	ASSOCIATIO	NS WITH A	AFFILIATES O	R INSIDERS	
ARE ANY OF THE SELLERS OR LI ASSOCIATED WITH THE APPLICA		ID, BUILDING YES	S, OR EQUIPMENT O (If "Yes", comple	LISTED HEREIN DIRECTLY OR INDIRECTLY ete the following table.)	
NAME OF SELLER OR LESSOR	(Place "X" in appropriate Column.)			RELATIONSHIP OR ASSOCIATION WITH TRUST COMPANY (Specify Director, Officer, 10% Stockholder, relatives. Designate business interest of the aforementioned	
	Land	Building	Equipment		
IMPORTANT: Payments to related p	parties must be ful	ly supported.			
FULL DISCLOSURE OF INSIDER T	RANSACTIONS				
involvements, attorney fees, and const the date of such disclosure. If disclosu	ıltant fees. If sucl ire has not been n	n disclosure has nade, indicate pl	been made, attach a ans in this regard.	rning all insider transactions in cluding fixed asset copy thereof, indicate to whom the disclosure was made, and	
Describe any or all services that affilia quarters, detail how the affiliate's space	ites will provide the will be segregate	ne trust company ted.	y on an ongoing basis	s. If any affiliate plans to occupy space in the trust company	

# D. ESTIMATES OF FEE INCOME AND OPERATING EXPENSES

END OF	NUMBER AND TYPE OF ACCOUNTS	DOLLAR VALUE	FEE INCOME
First Year			
Second Year			
Third Year			

Describe basis for above projections:

NOTE: Fee income for the first, second and third year should be added for each respective year and transferred to Page 2-5, line 23.

	FIRST YEAR	SECOND YEAR	THIRD YEAR
1) Salaries (Officers) Title			
Total Officers' Salaries			
2) Salaries (Employees)			
Total Employees' Salaries			
(3) Bonus			
(4) Payroll Tax and Employee Fringe Benefits			
(5) Directors' Fees			
(6) Utilities (Light, Heat and Water)			
(7) Insurance (BBB-Bldg - Equip-Auto, Etc.)			
(8) *State Assessment			
(9) Advertising (Including sign)			
10) Travel & Entertainment			
11) Telephone			
12) Building Depreciation			
13) F & F Depreciation (Include Auto)			
14) Real Estate Tax			
15) Postage			
16) Legal Fees			
17) Audit Fees			
18) Leased Equipment			
19) Service Contracts			
20) **EDP Service			
21) Rent on Premises			
22) Other Expenses (a)			
(b)			
(c)			
(d)			
(e)			
Total Expenses			
Summary of Earnings			
23) Gross Fee Income from Page 2-4			
24) Total Expense			
25) Net Income (Before Taxes)			
26) Income Taxes			
27) Net Income (After Taxes)			
28) Dividends			
29) Aggregated Retained Earnings			

Note: The above schedule should be completed on the basis of the utilization of an accrual accounting system of bookkeeping which the applicant agrees to adopt.

<sup>\*</sup>Call or write the Division of Finance to obtain the proper State Assessment Fee.

\*\*Include costs pertaining to trust accounting services, securities pricing services and securities safekeeping. Include vendor quotes to substantiate these costs. Specify systems to be used and provide copies of any contracts to be entered into.

## E. ORGANIZATION EXPENSES

**INSTRUCTIONS:** List all expenses related to the organization of the trust company. Include all expenses paid, additional costs anticipated prior to the opening date, and include any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date.

NAME OF RECIPIENT	ASSOCIATION WITH TRUST COMPANY (Mark appropriate box)		ANY	TYPE OF RELATIONSHIP (Specify Director, Officer, 10% Stockholder, or their relatives. Designate any business interest of the aforementioned.)	AMOUNT
	Direct	Indirect	None		
Attorney Fees					
1. TOTAL ATTORNEY FEES	<b>.</b>	T	T		
Consultant Fees:					
2. TOTAL CONSULTANT FEES			I		
3. TOTAL PREOPENING SALARIES					
4. TOTAL PREOPENING TRAVEL AND ENTERTAINMENT					
5. TOTAL APPLICATION AND INVESTIGATION FEES					
Other Expenses: (Describe in detail any item in excess of \$1,000)					
6. TOTAL OTHER EXPENSES					
		Total Org	anization I	Expenses (Sum of lines 1 thru 6 above.)	
				Pre-opening Income	
				NET TOTAL	
DESCRIBE SOURCE OF PRE-OPENING INCOME					
DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID	)				

# **CAPITAL STRUCTURE - Section 3**

1.	Detail proposed paid in capital structure and subscribers to capital stock. See Fage 3-2 and 3-5.

# **CAPITAL STRUCTURE** PROPOSED PAID-IN CAPITAL STRUCTURE **AMOUNT** DESCRIPTION Common capital ( no. of shares @ par value) Surplus Organization expense fund Other capital segregations **TOTAL** LIST AMOUNTS AND RECIPIENTS OF ANY FEES OR COMMISSIONS IN CONNECTION SALE PRICE PER SHARE WITH THE SALE OF STOCK NOTE: Attach a copy of the stock subscription form which will be used in connection with the issuance of capital stock. A complete list of stock subscribers will have to be submitted before the application can be processed. IMPORTANT: It is recommended that if the proposed trust company stock is to be offered to the public, an offering circular be prepared disclosing all material facts relating to the sale. If an offering circular has been developed in connection with this proposal, attach a copy to the application. If proponents have no plans to develop an offering circular, explain the basis for the decision. SUBSCRIBERS TO CAPITAL STOCK LIST ALL KNOWN SUBSCRIBERS TO THE CAPITAL STOCK **NAME** PLACE OF RESIDENCE NO. OF SHARES SUBSCRIBED

# CAPITAL STRUCTURE (Continued)

## SUBSCRIBERS TO CAPITAL STOCK

NAME	PLACE OF RESIDENCE	NO. OF SHARES SUBSCRIBED
NAME	TEACE OF RESIDENCE	NO. OF SHARES SUBSCRIBED

#### **MANAGERIAL INFORMATION - Section 4**

- 1. Provide information regarding the need for trust services in the community and the applicant's trade area, include a map of said area and a list of institutions providing fiduciary services. Indicate the types of trust services to be offered by the applicant.
- 2. Provide a list of the proposed directors, officers and ten percent shareholders of the trust company. Include their address, date of birth, and principal business interest, their percentage ownership of the proposed trust company and years of trust experience. (See attached Page 4-2) NOTE: If disclosure of any of the proposed officers of the proposed trust company would jeopardize current employment, include the information marked as confidential under separate cover.
- 3. Provide information regarding the committee structure (trust, investment, account acceptance, and audit) of the proposed trust company. It is recommended that the trust committee be made up of not less than three directors, at least one of whom is not an officer of the proposed trust company. Alternatively, the Directorate may act as the trust committee. (See attached Page 4-3)
- 4. Provide information regarding the proposed trust company's legal counsel. (Include availability, academic credentials, area of expertise, and size of firm.)

## MANAGERIAL STRUCTURE

## A. DIRECTORS, OFFICERS, AND SHAREHOLDERS

**INSTRUCTIONS**: List alphabetically, by group, all Directors, Officers, and any others owning or subscribing to 10% or more of the proposed capital. Indicate the status of each individual listed by checking the appropriate box at left. D - Director, O - Officer, and S - Shareholder. If disclosure of any of the proposed officers would jeopardize current employment, include the information in the Confidential Section.

STATUS (Check)	NAME AND ADDRESS (Include ZIP Code)	DOB	PRINCIPAL BUSINESS INTEREST	% OWNERSHIP IN TRUST COMPANY	YEARS OF TRUST EXPERIENCE (M - managerial or D - director's capacity)
D					
0					
S					
D					
0					
S					
D					
0					
S					
D					
0					
S					
D					
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S					
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_D					
<u>O</u>					
S					
_D					
<u>O</u>					
S			4-2		

B. COMMITTEE STRUCTURE		
TRUST COMMITTEE		
NAMES OF MEMBERS	DUTIES	
INVESTMENT COMMITTEE		
NAMES OF MEMBERS	DUTIES	
ACCOUNT ACCEPTANCE/REVIEW		
NAMES OF MEMBERS	DUTIES	
AUDIT COMMITTEE		
NAMES OF MEMBERS	DUTIES	
D. REPRESENTATIONS		
<ol> <li>Are the prospective incorporators acting as representative of or on behalf of any other person, partnership, association, or corporation?</li> <li>Yes □ No (If Yes, explain in Comments below.)</li> </ol>		
2. Are the prospective incorporators, directly or indirectly, party to any written or oral agreement or understanding providing for sale of the assets of the proposed trust company to, or merging or consolidating the proposed trust company with, any other financial institution? Yes No (If Yes, explain in Comments below.)		
Please list any additional committees:		
Comments:		

#### **CONFIDENTIAL INFORMATION – Section 5**

- 1. Provide a list of proposed officers by position (See Page 5-2) Provide biographical and financial information for the proposed officers and directors and 10 percent or more shareholders on the forms provided. The managing officer should summarize his/her employment history and managerial duties with respect to the administration of a trust department or trust company. Each officer, director or 10 percent or more shareholder must also sign Authorization for Release of Personal information. (See Page 5-3)
- 2. Provide a copy of the proposed marketing plan for the trust company which identifies the potential customer base, how you plan to solicit customers, the individual responsible for marketing and their expertise in sales of trust products.

# A. LIST OF OFFICERS BY POSITION

NAME	TITLE/FUNCTION	TIME DEVOTED	FEE SALARY	BONUS
	CEO			
	COO			
	Trust Officer			
	Asst. Trust Officer			
Employees (Indicate number only)				

# B. AUTHORIZATION FOR RELEASE OF PERSONAL INFORMATION

I,	, do hereby authorize a review by and full to the Division of Finance and its independent lic, private or confidential matter.		
This authorization gives my consent for full and complete disclosure of records of educational nstitutions, financial or credit information (including records of loans), records of commercial or retail credit agencies (including credit reports and ratings), and other financial statements and records wherever filed, employment and pre-employment records (including background reports, efficiency ratings, complaints or grievances filed by or against me) and records and information pertaining to any case, whether criminal or civil, in which I have or had an interest.			
agency, whether federal or state, which is deve this release authorization will be furnished on contractor(s). I also certify that any person(s) shall not be held accountable for giving this in from any and all liability which may be incur further release the Division of Finance and its i	criminal history records of any law enforcement loped directly or indirectly, in whole or part, upon ly to the Division of Finance and its independent who may furnish such information concerning menformation and I do hereby release said person(s) ared as a result of furnishing such information. I independent contractor(s) from any and all liability is such information and I agree to pay the Division of Finance and its independent contractor(s).		
A photocopy of this release form will be va photocopy does not contain an original writing	lid as an original thereof, even though the said of my signature.		
I have read and fully understand the content Information."	s of this "Authorization for Release of Personal		
Witness	Printed Name (Last, First, Middle Initial-Include Maiden Name)		
Date	Signature		
	Address		
	City, State, Zip Code		
	Area Code and Telephone Number		
	Date of Birth:		
	Social Security No.:		

# **Certification**

I,, certify that the attached financial and biographical information I have				
provided to the Division of Finance is true and correct to the best of my knowledge and belief. I				
understand that providing false information with the intent to deceive the Commissioner or his				
administrative officers is a class B misdemeanor.				
(Signature)				
I,, a Notary Public in and for the County of,				
and State of, do hereby certify that appeared				
before me and is personally known to be the same person who executed the foregoing statement				
and acknowledged that he/she executed the same for the purpose therein set forth.				
Given under my hand and official seal, this day of,				
Notary Public				
My Commission expires:				
Date				